



CORPORATION SERVICE COMPANY

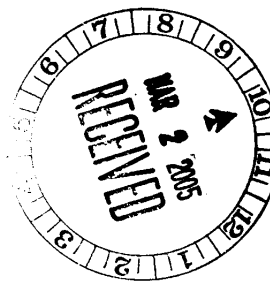
March 1, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
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Barbara.Saddler@stb.dot.gov

RECORDATION NO. 22225-J FILED

MAR 02 '05 11-50 AM

SURFACE TRANSPORTATION BOARD



RE: 141966-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 26, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **A.E. STALEY MANUFACTURING CO**
2200 Eldorado Street Decatur, IL 62521

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **A.E. STALEY MANUFACTURING CO** covering 25 hopper cars with reporting marks and numbers –CEFX 76374 – CEFX 76398 - INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 22225 dated 6/23/99 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 26TH day of August, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and A.E. STALEY MANUFACTURING CO., a Delaware corporation, with an address at 2200 Eldorado Street, , Decatur, IL 62521 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 7, 1999 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on June 23, 1999 as recordation number 22225.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

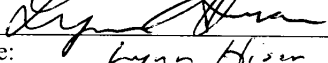
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Latini
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

A.E. STALEY MANUFACTURING CO.

By: 
Name: Lynn Hixon
Title: Director of Transportation

RECORDATION NO. 22225-5 FILED
MAR 02 '05 11:50 AM
SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars	Equipment Description
25	5,660 C.F. P.D. covered hopper car

1	CEFX	76374
2	CEFX	76375
3	CEFX	76376
4	CEFX	76377
5	CEFX	76378
6	CEFX	76379
7	CEFX	76380
8	CEFX	76381
9	CEFX	76382
10	CEFX	76383
11	CEFX	76384
12	CEFX	76385
13	CEFX	76386
14	CEFX	76387
15	CEFX	76388
16	CEFX	76389
17	CEFX	76390
18	CEFX	76391
19	CEFX	76392
20	CEFX	76393
21	CEFX	76394
22	CEFX	76395
23	CEFX	76396
24	CEFX	76397
25	CEFX	76398